

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CRAIG PRESNALL, BRIAN HUBER, JEFF RUSHING, BRYAN SANDERS, as Trustee of the 2012 Sanders Trust, WILLIAM McCUTCHEN, DELANO VINCE VINCENT, DAVID WILTGEN, NICOLAS KYRIAZIS, HELEN KYRIAZIS, JOHN KEITH TAYLOR, PERAN JED FORD, GARY THOMPSON, JANIE HODGES, WILLIAM CLAXTON, JONATHAN, BRUCE TURNER, JEAN BORDELON, THOMAS HAAS, BENJAMIN SWEERS, PATRICK OGNOWSKI, KEVIN KNIGHT, DON BOOK, GARY MASSINGILL, WILLIAM MARCINIAK, BARRY BENTLE, and KEN SANDERS

Plaintiffs,

v.

ANALOGIC CORPORATION and ONCURA PARTNERS DIAGNOSTICS, LLC,

Defendants.

No. 17 Civ. 06662 (PKC)

DECLARATION OF HALLIE B. LEVIN IN SUPPORT OF DEFENDANTS' PARTIAL MOTION TO DISMISS PURSUANT TO FED. R. CIV. P. 9(b), 12(b)(1), AND 12(b)(6)

DECLARATION OF HALLIE B. LEVIN

I, Hallie B. Levin, declare as follows:

1. I am counsel to Defendants Analogic Corporation and Oncura Partners Diagnostics, LLC (collectively, "Defendants") in the above-captioned action and am competent to testify to the matters below. I submit this declaration in support of Defendants' Motion to Dismiss the Third, Fourth, Fifth, Sixth, and Eighth Causes of Action in Plaintiffs' First Amended Complaint pursuant to Fed. R. Civ. P. 9(b), 12(b)(1), and 12(b)(6).

2. Attached as Exhibit 1 is a true and correct copy of the Agreement and Plan of Merger by and among Analogic Corporation, FTO MergerSub, LLC, Oncura Partners Diagnostics, LLC, The Principal Sellers, and solely in his capacity as Seller Representative,

Craig Presnall, dated as of January 5, 2016 (“Merger Agreement”), as referenced in the First Amended Complaint.

3. Attached as Exhibit 2 is a true and correct copy of the Information Statement (excluding exhibits) delivered to the Plaintiffs under signature of Craig Presnall, Brian Huber, Jeff Rushing, and Bryan Sanders (the “Principal Plaintiffs”), the form of which was attached as Exhibit I to the Merger Agreement.

4. Attached as Exhibit 3 is a true and correct copy of the Non-Disclosure, Confidentiality, and Non-Circumvention Agreement executed by Oncura Partners Holdings, Inc. and Analogic Corporation effective as of November 10, 2014, which was also incorporated by reference into the Merger Agreement at Section 5.2.

5. Attached as Exhibit 4 is a true and correct copy of an Analogic Corporation Press Release, titled “Analogic Launches Cloud-Based Ultrasound Telehealth Services With Oncura Partners,” dated February 1, 2016, as cited in the First Amended Complaint.

6. Attached as Exhibit 5 is a true and correct copy of an excerpt of Analogic Corporation’s Form 10-K, for the fiscal year ending July 31, 2017, as filed with the SEC on September 26, 2017.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: New York, New York
January 5, 2018

/s/Hallie B. Levin
Hallie B. Levin
WILMER CUTLER PICKERING HALE
AND DORR LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007
(212) 230-8800 (tel.)
(212) 230-8888 (fax)
hallie.levin@wilmerhale.com